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September 3, 2002

Florida Department of State
Division of Corporations
P. O. Box 532
Tallahassee, FL 32314

Re: M & P Bait & Seafood, Inc.

000007507940--0
-09/04/02--01020--013
*****87.50 *****87.50

To the Division of Corporations:

Enclosed please find the following, with respect to the above-named corporation:

1. Articles of incorporation, original and one copy.
2. Designation of registered address and registered agent and acceptance by registered agent.
3. Check in the amount of \$87.50.

Please send me a certified copy of the articles and a certificate of incorporation.

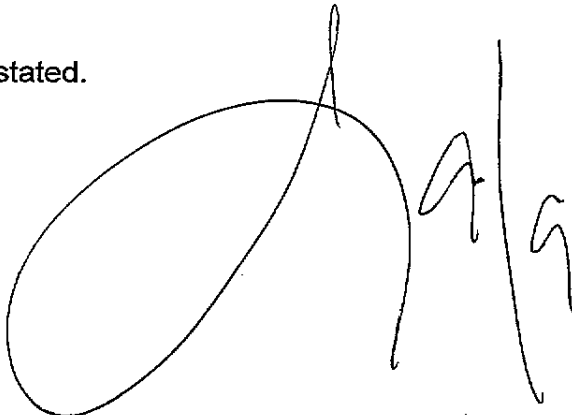
Thank you for your attention to this matter.

Very truly yours,


Pamela Dru Sutton

/pds

Enclosures: as stated.



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
M & P BAIT & SEAFOOD, INC.**

The undersigned hereby subscribes, acknowledges and files this Certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be **M & P Bait & Seafood, Inc.**

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. GENERAL PURPOSE

The general purposes for which the corporation is organized are:

To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 100 shares of common stock having a par value of \$1.00 each, making a total authorized capital stock of \$100.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address and the principal office of this corporation both are 1847 Florida Avenue, Panama City, Florida 32405.

The name of the initial registered agent of this corporation is Michael W. Hennigan, whose address is 1847 Florida Avenue, Panama City, Florida 32405.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VI. INITIAL OFFICERS

The name and post office address for the initial officers are:

President, secretary & treasurer: Michael W. Hennigan
1847 Florida Avenue
Panama City, Florida 32405

ARTICLE VII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:
Michael W. Hennigan, 1847 Florida Avenue, Panama City, Florida 32405.

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a board of directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any shareholders' agreement entered into. Each shareholder shall be entitled to one vote in person or by proxy for each share of voting stock held by him or her. A majority of the outstanding voting shares of the corporation, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business of the corporation.

ARTICLE IX. EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date of approval of the Secretary of State, State of Florida.

ARTICLE X. SHAREHOLDERS' AGREEMENT

All of the shares of stock of this corporation may be subject to a shareholders' restrictive agreement containing restrictions on the rights of shareholders of the corporation and on the transferability of shares of stock of the corporation. A copy of any shareholders' restrictive agreement will be on file at the principal place of business of the corporation.

ARTICLE XI. AMENDMENTS AND BY-LAWS

These Articles of Incorporation may be amended. All amendments shall be adopted in a fashion consistent with the laws of the State of Florida by a record vote in favor thereof by the holders of not less than 75% of the outstanding stock of the corporation and in a manner consistent with the By-Laws of the corporation.

The power to adopt by-laws of this corporation and to amend or repeal any by-laws shall be vested in the shareholders of this corporation, provided, however, that any by-law amendment thereto as adopted by the shareholders may be amended or repealed by a vote in favor thereof by the holders of not less than 75% of the outstanding stock of this corporation.

The By-Laws of this corporation shall be for the government of the corporation and may contain any provision or requirement for the management or conduct of the affairs of the business of the corporation, provided the same are consistent with the provisions of these Articles of Incorporation and with the laws of the State of Florida.

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the law of the State of Florida, this 3rd day of September, 2002.


MICHAEL W. HENNIGAN
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is **M & P Bait & Seafood, Inc.**
2. The name of the registered agent and office are:
MICHAEL W. HENNIGAN
1847 Florida Avenue
Panama City, Florida 32405

ACCEPTANCE

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



MICHAEL W. HENNIGAN
REGISTERED AGENT

9/3/02

DATE

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SECRETARY OF STATE
TALLAHASSEE FLORIDA